

Board of Trustees
Council Chamber, National Library of Wales

21 July 2017

10.00 – 1.00

Present:

Rhodri Glyn Thomas, President	Colin R. John, Treasurer	Iwan Davies
Hugh Thomas	Dr Susan Davies	Huw Williams
The Lord Aberdare	Richard Houdmont	Dr Liz Siberry
Gwilym Dyfri Jones	Eleri Twynog Davies	
Lee Yale-Helms, Treasurer Designate		

Executive Team:

Linda Tomos	Chief Executive and Librarian
David Michael	Director of Corporate Resources
Pedr ap Llwyd	Director of Collections and Public Services

Staff:

Mererid Jones	Head of Finance and Enterprise (for Section 4)
Annwen Isaac	Human Resources Advisor
Carol Edwards	Governance Manager and Clerk to the Board of Trustees

Also present:

Mary Ellis	MALD
Rebecca Johnson	MALD
Doug Jones	Partnership Council
Nia Dafydd	Partnership Council

10.00 – 10.20 Presentation on WikiHealth by Jason Evans, Wikipedian in Residence, Digital Access Section

WikiHealth is a partnership between the Library and Welsh Government, funded by a £40k grant by the Welsh Government; this will enable the Library to include health information on Wikipedia. By March 2018, 3,000 health articles will have been added to the Welsh Wikipedia.

10.20 - 10.40 Presentation of the Welsh Dictionary of Biography by Dr Dafydd Tudur, Digital Access Section Manager

The Welsh Dictionary of Biography has been maintained and developed jointly by the Library and the Centre for Advanced Welsh and Celtic Studies since 2013. Work is underway to design new functionality for the website, and this new website will be launched at the National Eisteddfod in Cardiff in 2018. At the Board meeting on 24 February it was agreed to fund the development of the new website from the Maxwell Fraser fund. Members were invited to join the panel who will be testing the new website as it's being developed.

The President thanked Dafydd and Jason, and encouraged any Member who wished to visit the Digital Access Sections to contact Pedr or Carol to arrange a visit.

Section 1

1.1 President's welcome and apologies

The President welcomed everyone to the meeting, and extended a special welcome to Eleri Twynog Davies who was attending her first meeting as a Trustee; Lee Yale-Helms was also welcomed, the Treasurer designate, who is shadowing Colin John for the time being. Lee will begin his duties on 1 August.

Apologies had been tendered by Phil Cooper, Dyfrig Jones and Steve Williams.

The President wanted to express his appreciation to Members for their commitment in attending meetings. While he acknowledged that there were times when it wasn't possible to attend, he stressed that everyone should make every effort to attend **all** meetings, and reminded members that video conferencing facilities were available if they were unable to attend in person.

1.2 Declaration of interests

Huw Williams declared that he was a member of Geldards LLP and since 1st September 2015 that Geldards has been one of a number of firms appointed to the National Procurement Service Wales' Solicitors Framework that the Library intends to use to source its legal services requirements. In addition Geldards continues to advise the Library on a number of on-going matters under a prior legal services agreement awarded by competitive tender.

Gwilym Dyfri Jones declared that he is a member of Trinity Saint David University and is Director of Coleg Cymraeg Cenedlaethol.

Eleri Twynog Davies declares that she is the Director of the company *Mewn Cymeriad* which provides services to the Library in regard to shows for children.

1.3 Approve the minutes of the meeting on 28 April and discuss any matters arising

Two corrections to the English minutes were noted on pages 8 and 9

Matters arising

Indemnity insurance

Welsh Government have agreed that the Library can purchase indemnity insurance for its Trustees but further discussions are needed with Welsh Government regarding this; the Librarian will report further on this at the next meeting.

The Library has received a reply from the Charities Commission, which isn't helpful in the context of the ongoing discussions with Welsh Government. The Commission's view is that Trustees should take appropriate advice and arrange insurance as individuals.

Papers in support of matters appearing on the Board's agenda

From today, any paper presented in support of an item on the Board's agenda will be published on the Library's main website. This fulfils one of Wales Audit Office's recommendations following the publication of their report on 5 December 2016.

1.4 Action Log 28 April

All items have been actioned or are ongoing

Section 2 Matters requiring a discussion or decision

2.1 Marketing Principles

Linda Tomos thanked those Trustees who had assisted in the preparation of this paper. This will be revised further, and a Strategy and Operational Plan will be presented to the Board at its September meeting.

Following comments from the Members, the following need to be included: stress the importance of the customer, the need to communicate and engage with the customer, and agree on how to measure success.

2.2. Public Consultation and Engagement Strategy

Dr Susan Davies noted that this Strategy will be discussed in the Governance and Performance Committee meeting in September, with the intention of presenting it to the Board in November. Members were asked to forward any comments on the Strategy via email to Dr Susan Davies.

2.3 Calendar of Board and Committee meetings

Dates for Board and Committee meetings for 2018 were confirmed. If any date poses a problem, then the Clerk of the Board should be informed as soon as possible. Members were reminded again that video conference facilities are available should Members have a problem in attending in person.

Section 3 Information and Updates

3.1 Appointment of a Vice President

The closing date for the post of Vice President is 21 July, and interviews will be held on 30 October; the successful applicant will take up the post on 1 January 2018. Members of the interview panel will be the President (Chair), Sioned Rees (Welsh Government) and Hag Harries (independent member).

3.2 Highlight Report April – June 2017

The report for April – June 2017 has been placed on the Member's website, and it reflects the staff's commitment and enthusiasm for their work. The following areas were highlighted by the Librarian:

- The Library has maintained its Archive Accreditation, and Pedr and his staff were congratulated on their success. Encouraging comments were received regarding developments at the Library since the previous accreditation
- Thanks were extended to everyone involved with income generation at the Library through grants and commercial income
- Buildings Capital Programme – Darnton B3 have been appointed as architects, and SP Projects as quantity surveyors. It is hoped the tender for the contractors can be awarded at Christmas and an appointment made in the Spring.

Members expressed their thanks for the comprehensive information contained in these reports which update them on matters at the Library.

3.3 Q1 Progress Report against the Operational Plan

This report has also been placed on the Members' website. There is nothing to report with regard to risks in Q1, and there has already been progress made, which augurs well. Despite losing 70 staff, the Library is grateful to the present staff's willingness to rise to the challenges to ensure that the services provided haven't suffered unduly. The President and Librarian will be meeting the First Minister in September where there will be an opportunity to highlight some of these challenges.

3.4 National Broadcast Archive

The Library has received permission from HLF to officially begin the project.

Einion Gruffudd has been appointed Project Manager, Nia Dafydd as Access Development Manager and Andrew Jenkins as IT Systems Storage Manager.

The project will see the establishment of 4 heritage digital hubs, and a useful meeting has already been held with Coleg Cambria, Wrexham, where one of the hubs will be located. The staff of Coleg Cambria welcomed this as a useful bilingual learning resource for the College, and one which will enrich what they can offer to students. The other hubs will be located at the Egin, Museum Wales and in the Library. The Expert Panel, chaired by Dr Susan Davies, were thanked for providing advice to the Library, and it was noted that the first meeting of the Project Board will take place on 28 July.

On the advice of the HLF, the Library will present the Round 2 application in June 2018, rather than in March.

The President thanked Pedr and his staff for their willingness to undertake this substantial work.

Dr Susan Davies informed Members that an application for KESS funding (Knowledge Economy Skills Scholarship) is being submitted to get a PhD student to work on the metadata associated with the Project. A decision on whether the application has been successful is expected within the next few weeks.

Section 4 Financial Matters

4.1 Annual Accounts 2016 – 2017

The Treasurer, Colin John, presented the Annual Accounts, and drew Members' attention to the excellent unqualified report received by the Auditor General for Wales.

It hasn't been necessary to use private funds to fund any activities during the year and this was an encouraging result. Reference was made to the Pension Scheme on page 44 which shows a deficit, but this is because of the need to report according to the requirements of FRS17, which doesn't give an accurate reflection of the situation. It was also noted that the Library's investments are performing well, and above the benchmark.

The excellent work done by everyone to ensure tight financial control for 2016 – 2017 was commended. Although the situation is currently stable, challenges continue, which includes the increase of 3.5% in revenue. It's essential the the Library continues to receive this in the baseline funding.

The President thanked Colin John, David Michael and Mererid Boswell for ensuring an encouraging and positive financial situation, and also thanked them for ensuring that the Library received an unqualified Audit of Financial Statements Report and Management Letter.

The Annual Accounts were approved by the Members.

4.2 Management Accounts up until the end of June 2017

Mererid presented her report, and thanked Colin John for his help and advice with financial matters during his term as Treasurer. The following matters were highlighted;

£50k is drawn down monthly for the capital programme, and this is likely to increase over the next few months.

£10k has been received from the Heritage Lottery Fund toward the Cardiganshire War Tribunal Records Project.

It will prove difficult to reach the commercial income target of £700k set for the year, and efforts will have to be focused on this in the months ahead.

The President thanked Mererid for her comprehensive report; no questions were raised by the Members regarding the report.

4.3 Risk Register

The Register was scrutinised by the Audit and Risk Committee at its meeting on 7 July. The following new risks have been included;

- i) National Broadcast Archive – this project also has its own Risk Register
- ii) Cyber Security attacks – the Library is currently undergoing a cyber security assessment, which will be completed in September; some weaknesses have already been identified but a full report will be presented following completion of the work
- iii) Failure to achieve compliance with GDPR (General Data Protection Regulation)

At the Audit and Risk Committee meeting, it was suggested that the Librarian's post be included as a risk from 1 August, and Members agreed to this.

Section 5 Reports from Committees

5.1 Draft Minutes of the Audit and Risk Committee, 19 May 2107

Draft Minutes of the Audit and Risk Committee, 7 July 2017

The minutes of the 19 May meeting were presented by the Committee Chair, Huw Williams, and Members' attention were drawn to the following;

- i) Helen Cargill, the Library's internal auditor, has left RSM, and Andrew Manning is now fulfilling the role of the Library's internal auditor
- ii) Hugh James Solicitors gave a presentation on insurance for the capital programme – David Michael gave a verbal update to say that this matter was discussed with Welsh Government on 20 July, and a paper will be drafted for them before end of August regarding the insurance
- iii) Illtud Daniel, Head of ICT, gave a presentation on cyber security – this will now be a standing item on the Committee's agenda

The minutes of the 7 July meeting were presented verbally by Colin John, who chaired the meeting in Huw William's absence. Reference was made to the following;

- i) Lee Yale-Helms was welcomed to the meeting, who's shadowing Colin John, the current Treasurer
- ii) RSM will make a presentation to managers at the Library to raise the profile of the internal audit service

- iii) Wales Audit Office are consulting on simplifying the fees for audit work, and are keen to obtain responses to the document *Discussion Paper: Simplifying a Complex Fee Regime* by 28 July
- iv) It was agreed to only index the buildings form 2017 – 2018 and not to index assets which aren't property
- v) Single tenders – Members expressed disappointment that only one tender had been received for y Lle Hanes at the National Eisteddfod; the Library's presence at the Eisteddfod will be a matter for further discussion by the Executive Team and Trustees
- vi) The Internal Audit Annual Report 2106 – 2017 has been received, and Members had no questions regarding the report
- vii) Wales Audit Office will return to the Library in September to follow up on progress to the recommendations made in their report *National Library of Wales – A Review of Governance*

5.2 Draft Minutes of the Governance and Performance Committee 26 May 2017

The minutes were presented by the Chair of the Committee, Dr Susan Davies, and reference was made to the following;

- i) The Chair wished to draw Members' attention to the appointments process; Members were asked to read the attached page from the January minutes where this was discussed at length. Linda noted that Welsh Government were currently looking at the appointments process, and this should be taken into account if this matter is discussed further by the Committee.
- ii) Following a request from the Board to discuss this matter, it was agreed not to commit to establishing more committees at present owing to lack of capacity; as recommendation 4 in Wales Audit Office's report referred to establishing an estates committee, it was noted that a Project Board had been established and that this functioned effectively in encompassing the capital programme work
- iii) When appropriate, the Framework Document needs to be revised, as it's out of date
- iv) External Consultation and Engagement Strategy – this will be discussed at the Committee's next meeting in September

Following on from this, the President reiterated the Committee's decision not to establish any more committees at present, but assured Members that the situation would be regularly monitored.

5.3 Draft Minutes of the Financial Planning Committee 14 July 2017

Colin John verbally reported on those matters which needed to be brought to Members' attention;

- i) Iwan Davies was welcomed to his first meeting as a member of the Financial Planning Committee
- ii) Investec gave a presentation on the performance of the Library's investment portfolio; it was noted that the Library should consider going out to tender at some point in the future, as this was highlighted by the Public Accounts Committee in 2015
- iii) The Library's presence in Cardiff was discussed – this is now a standing item on this Committee's agenda

- iv) Blackrock have been appointed as fiduciary managers of the Library's Pension Scheme; a report on closing the current scheme and raising the maximum accrual to 45/80th will be presented at the Committee's next meeting
- v) The Buildings Asset Management Strategy was presented to the Committee and Members were happy to approve the Strategy, subject to minor amendments
- vi) The Committee had received 3 applications for funding from the private funds, and all three applications were approved

The President thanked all three committees for their thorough deliberations in discussing Library matters.

Section 6 Librarian's Business

6.1 Annual Review 2016 – 2017

The Review is being designed in-house and will be printed soon.

6.2 Library website

Work on redesigning the main website homepage is ongoing, and this will be further discussed by the Marketing Sub Group.

Section 7 President's Business

7.1 Meeting with Welsh Government Sponsored Bodies Review Team

The President and Librarian attended this meeting on 5 July, and emphasised that a three year budget settlement would make it easier for the Library to plan its activities. Attracting applicants for Trustee posts was also discussed, and it was agreed that the Library and Welsh Government need to be more proactive in their efforts. The Remit Letter was also discussed – Scotland receive one letter at the beginning of a new government's term rather than one each year, and both the President and Librarian welcomed this as a constructive idea.

The Library will appear in front of the Public Accounts Committee on 6 November, and Rhodri Glyn Thomas, Linda Tomos and David Michael will be representing the Library.

To end the meeting, Members were invited to go and see the new exhibition, *Arthur and Welsh Mythology*, which will be opened officially by Cerys Matthews on 26 July.